

Exhibit E

Kelly Affidavit

Delphi Legal Information Hotline:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF LYNETTE C. KELLY, PURSUANT TO LOCAL BANKRUPTCY RULE 7007-1(a), IN
SUPPORT OF DEBTORS' (I) MOTION (A) TO QUASH TRIAL SUBPOENAS AND (B) FOR A
PROTECTIVE ORDER AND (II) OBJECTION TO LEAD PLAINTIFFS' MOTION TO COMPEL

Lynette C. Kelly, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am counsel with the law firm of Shearman & Sterling LLP ("Shearman"), special counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"). I submit this affidavit in support of Debtors' (I) Motion (A) To Quash Trial Subpoenas Issued To Members Of Debtors' Audit Committee And For Protective Order And (B) For A Protective Order To Limit The Scope Of The Deposition Of Robert Dellinger To Only Those Matters Pertaining Directly To The Debtors' Application For Order Authorizing Employment And Retention of Deloitte & Touche LLP And (II) Objection To Lead Plaintiffs' Motion To Compel Deposition Testimony And The Production Of Documents In Connection With The Debtors' Application For Order Under 11 U.S.C. §§ 327(a), 328(a), And 1107(b) Authorizing Employment And Retention Of Deloitte & Touche LLP As Independent Auditors And Accountants to Debtors, Effective Nunc Pro Tunc To October 8, 2005 And Objections Filed Thereto (the "Motion"), and in compliance with Rule 26(c) of the Federal Rules of Civil Procedure and Local Bankruptcy Rule 7007-1(a).

2. Immediately prior to the deposition on December 20, 2005, of Robert Dellinger, the Chief Financial Officer of Delphi, I sought agreement from counsel for the Lead Plaintiffs (as defined in the Motion) to a stipulation to limit the scope of the deposition to those

topics directly relating to the Application. Counsel for the Lead Plaintiffs refused the offered stipulation.

3. On December 22, 2005, I met with counsel for the Lead Plaintiffs again to confer in a good faith effort to resolve by agreement the disputed scope of the deposition. Specifically, we conferred on five questions posed to Mr. Dellinger as to which I instructed him not to answer on the basis of their being outside the proper scope of the deposition. Unfortunately, that meeting did not result in a mutually satisfactory agreement between the parties, thus resulting in the need to seek the intervention of this Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 22nd day of December, 2005
New York, New York

/s/ Lynette C. Kelly
Lynette C. Kelly

Sworn to before me this 22nd day of December, 2005

/s/ Marian D. Luketic
Marian D. Luketic
Notary Public State of New York
No. 02LU5083644
Qualified in Nassau County
Commission Expires August 18, 2009